

RECORDATION NO. 27897-A **FRED**

MAY 07 '10 -10 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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May 7, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF 98-054), dated as of April 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (RBSAF 98-054) previously filed with the Board under Recordation Number 27897.

The names and addresses of the parties to the enclosed document are:

Assignor.	RBS Asset Finance, Inc 71 S. Wacker Drive, 28 th Floor Chicago, IL 60606
Assignee:	The Fifth Third Leasing Company 38 Fountain Square Plaza Cincinnati, OH 45263

Section Chief
May 7, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

16 pieces of maintenance of way equipment: Caterpillar 246-C-VTS Skid Steer Loader JAY02422-08, 5 Caterpillar 246-C Skid Steer Loaders JAY02409-08, JAY02431-08, JAY02410-08, JAY02412-08 and JAY02408-08, Caterpillar CMC-312C Magnet Crane CBA04618, 2 Racine DAA Dual Anchor Adjusters DAA-267-08 and DAA-268-08, 2 Kershaw RS64DL Scorpion Ramp Cars RS64DL-155-08 and RS64DL-156-08, 4 Superior Sales PC-4101 Push Carts PC5448-1-08, PC5448-2-08, PC5448-3-08 , PC5448-4-08 and 153542-08

A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF 98-054).

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

27897-A

FILED

MAY 07 '10 -10 00 AM

MEMORANDUM OF LEASE ASSIGNMENT

SURFACE TRANSPORTATION BOARD

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of April 29, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").


Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 054, dated as of December 21, 2007 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

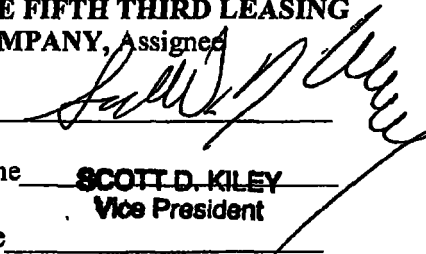
By

Name Soula Perakis
Assistant Vice President

Title _____

THE FIFTH THIRD LEASING
COMPANY, Assignee

By

Name SCOTT D. KILEY
Vice President

Title _____

State of _____)
) ss:
County of _____)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that she signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 29 day of April, 2010.



Sarah Sanchez
Notary Public

State of OHIO)
County of Hamilton) ss:

BEFORE ME, a Notary Public in and for said County and State, personally appeared THE FIFTH THIRD BANKING CO., a OHIO corporation (the "Corporation"), by SCOTT K. HAY, its VP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at CINCINNATI, OHIO, this 29 day of April, 2010.

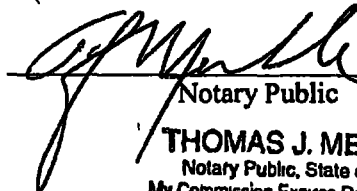

Notary Public
THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec 16, 2011



EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 054.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 054 is 84 months commencing as of September 1, 2008.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 054 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Caterpillar	246-C-VTS	Skid Steer Loader	JAY02422-08	X2400557
1	Jackson	6700-SJ	Production Tamper	153542-08	X5400467
3	Caterpillar	246-C	Skid Steer Loader	JAY02409-08 JAY02431-08 JAY02410-08	X2400555 X2400556 X2400553
4	Superior Sales	PC-4101	Push Cart	PC5448-1-08 PC5448-2-08 PC5448-3-08 PC5448-4-08	J0400650 J0400651 J0400652 J0400653
2	Caterpillar	246-C	Skid Steer Loader	JAY02412-08 JAY02408-08	X2400554 X2400552
1	Caterpillar	CMC-312C	Magnet Crane	CBA04618	X6000307
2	Racine	DAA	Dual Anchor Adjuster	DAA-268-08 DAA-267-08	X0100583 X0100582
2	Kershaw	RS64DL	Scorpion Ramp Car	RS64DL-155-08	J6300029 RS64DL-156-
08	J6300030				

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

5/7/10



Robert W Alvord